

October 15, 2026

Company: SKYLARK HOLDINGS CO., LTD.
Representative: Makoto Tani, Chairman and CEO
(Securities Code: 3197; TSE Prime)
Contact: Yoshiaki Kita, Executive Director and CFO
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Notice Concerning Establishment of a Subsidiary and Company Split (Absorption-Type Split)
Between Consolidated Subsidiaries

SKYLARK HOLDINGS CO., LTD. (hereinafter, the "Company") hereby announces that its Board of Directors today resolved to establish Skylark Family Dining Co., Ltd. as a wholly owned subsidiary on November 16, 2026. The Board of Directors also resolved to execute an absorption-type company split (hereinafter referred to as the "Absorption-type Split"), effective January 1, 2027, under which the business relating to the operation of restaurants (Gusto, Jonathan's, and chawan) operated by our wholly-owned subsidiary, Skylark Restaurants Co., Ltd. (scheduled to change its trade name to "Skylark Casual Dining Co., Ltd." on January 1, 2027), will be transferred to Skylark Family Dining Co., Ltd.

1. Purpose of the Absorption-Type Split

The purpose of the Absorption-Type Split is to reorganize and restructure the management systems for the casual dining and family dining businesses within the Skylark Group under their respective operating companies. By transferring and optimizing product development and promotional functions to both operating companies, the Group aims to enhance its rapid decision-making and execution capabilities in response to the growing sophistication and changes in customer needs.

2. Summary of the Absorption-Type Split

(1) Schedule of the Absorption-Type Split

Date of resolution by the Company's Board of Directors:	October 15, 2026
Date of establishment of the succeeding company:	November 16, 2026 (planned)
Conclusion of the Absorption-Type Split agreement:	Mid-November 2026 (planned)
Effective date of the Absorption-Type Split:	January 1, 2027 (planned)

(2) Method of the Absorption-Type Split

This is an absorption-type company split without consideration, in which Skylark Restaurants Co., Ltd. (scheduled to change its trade name to "Skylark Casual Dining Co., Ltd." on January 1, 2027) will be the splitting company, and Skylark Family Dining Co., Ltd. will be the successor company.

(3) Allotment of Shares, etc.

There will be no allotment of shares or delivery of money or other assets as a result of the Absorption-Type Split.

(4) Handling of Share Acquisition Rights and Bonds with Share Acquisition Rights

Not applicable.

(5) Increase or Decrease in Capital Stock Due to the Absorption-Type Split

There will be no increase or decrease in capital stock as a result of the Absorption-Type Split.

3. Overview of the Parties to the Absorption-Type Split (As of January 1, 2027 (planned))

	Splitting Company	Succeeding Company
(1) Name	Skylark Casual Dining Co., Ltd. (scheduled to change its trade name from "Skylark Restaurants Co., Ltd." on January 1, 2027)	Skylark Family Dining Co., Ltd.
(2) Location	1-25-8 Nishikubo, Musashino-shi, Tokyo	1-25-8 Nishikubo, Musashino-shi, Tokyo
(3) Title and Name of Representative	Haruyoshi Sakita President and Representative Director (scheduled to take office on November 16, 2026)	Takuo Sato President and Representative Director
(4) Description of Business	Restaurant business	Restaurant business
(5) Capital Stock	10 million yen	10 million yen

(6) Date of Establishment	September 17, 2015	November 16, 2026 (planned)
(7) Number of Shares Issued	1 share	1 share
(8) Fiscal Year-End	December 31	December 31
(9) Major Shareholders and Shareholding Ratio	SKYLARK HOLDINGS CO., LTD. 100%	SKYLARK HOLDINGS CO., LTD. 100%

4. Overview of the Business to be Succeeded

(1) Description of the Business to be Succeeded

Business related to the operation of Gusto, Jonathan's and chawan stores

(2) Operating Results, Assets and Liabilities, etc. of the Succeeded Business

Descriptions are omitted as this reorganization is conducted between 100% owned subsidiaries of the Company.

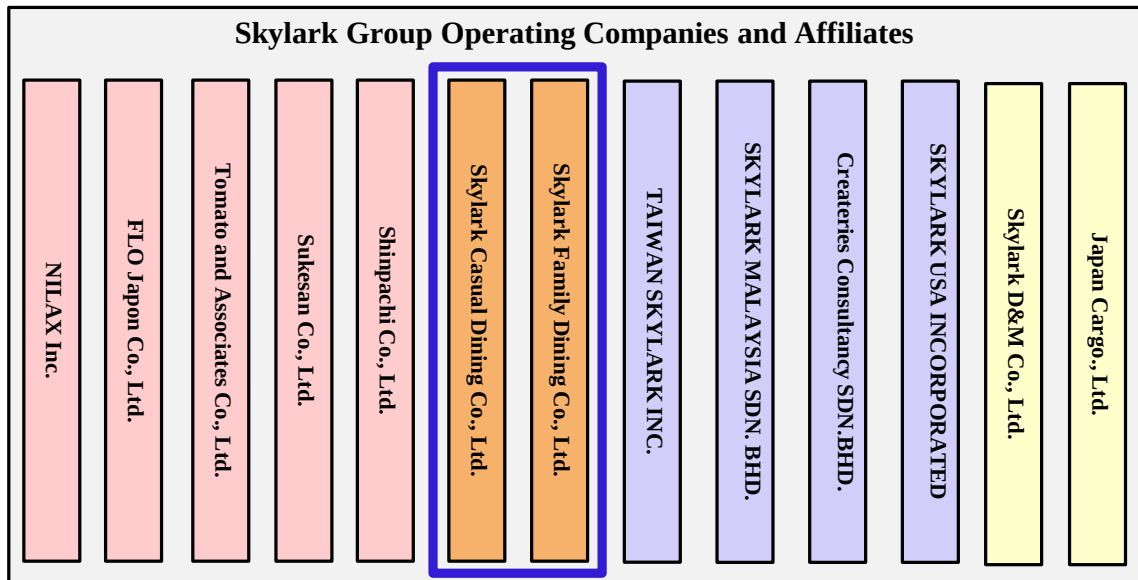
5. Future Outlook

Since the Absorption-Type Split is conducted between consolidated subsidiaries of the Company, the impact on the Company's consolidated financial results will be immaterial.

End.

[Attachment]

List of Subsidiaries of SKYLARK HOLDINGS CO., LTD. effective January 1, 2027



*Skylark Restaurants Co., Ltd. is scheduled to change its trade name to “Skylark Casual Dining Co., Ltd.” effective January 1, 2027.

Skylark Family Dining Co., Ltd.: Operates Gusto, Jonathan’s, and chawan.

Skylark Casual Dining Co., Ltd.: Operates Bamiyan, Syabu-Yo, Yumean, Musashino Mori Coffee, Steak Gusto, etc.